

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND

CHRISTINE YONEMURA,

Plaintiff,

v.

LINDA POWERS, et al.,

Defendants.

Case No.: 8:15-cv-03526-GJH

JOINT MOTION TO STAY PROCEEDINGS

The Plaintiff and the Defendants (collectively, the “parties”) jointly move to stay the proceedings in this derivative action pending the resolution of an ongoing investigation by a special committee of the board of directors (the “Special Committee”) of Northwest Biotherapeutics, Inc. (the “Company”) into the allegations underlying this suit. In support hereof, the parties jointly state as follows:

1. Plaintiff Christine Yonemura (“Plaintiff”) served a demand letter dated September 30, 2015 on the Company’s board of directors. The letter demanded that the board investigate several transactions and initiate court proceedings seeking relief on behalf the Company.
2. On November 19, 2015, Plaintiff filed this lawsuit, which asserts derivative claims on behalf of the Company. [ECF No. 1].
3. Thereafter, counsel for Plaintiff and counsel for the Company promptly began conferring in good faith about the demand letter, the board’s appointment of the Special Committee to investigate the allegations in the demand letter, the status of the litigation, and

potential approaches to conserving the resources of the parties and the Court while the board's investigation is completed.*

4. Plaintiff's counsel has also communicated with the Special Committee's counsel at the law firm of Arnold & Porter LLP about the status and scope of the investigation. Plaintiff's counsel intends to contribute information in furtherance of the investigation to the Special Committee.

5. This Court "has broad discretion to stay proceedings as part of its inherent power to control its own docket." *E.g., Navigators Specialty Ins. Co. v. Med. Benefits Adm'rs of MD, Inc.*, No. 12-2076, 2014 U.S. Dist. LEXIS 65384, at *3 (D. Md. May 12, 2014) (citing *Landis v. N. Am. Co.*, 299 U.S. 248, 254 (1936)).

6. Based on the parties' discussions and Plaintiff's communications with the Special Committee's counsel, the parties jointly submit that there is good cause for the Court to enter a stay of the proceedings pending the resolution of the Special Committee's investigation. Staying these proceedings has the potential to minimize or avoid unnecessary litigation, thereby promoting judicial efficiency and conserving the resources of the parties and of this Court. It would further promote the interests of comity and consistency in light of the pendency of another proceeding in the Delaware Court of Chancery that involves certain similar issues. *See Tharp v. Cognate*, C.A. No. 11179-VCMR (Del. Ch.).

* On December 10, 2015, Plaintiff filed a Motion for Leave to File Under Seal an Amended Complaint, which contained additional allegations based on certain non-public documents that the Company had previously produced to Plaintiff in response to a demand for corporate books and records. [ECF Nos. 16, 17]. The Court denied that motion on December 29, 2015. [ECF No. 18]. The parties thereafter met and conferred in good faith regarding confidentiality issues and reached an agreement on further amending the complaint so that it could be filed publicly. As a result, Plaintiff filed her Second Amended Complaint on January 19, 2016. [ECF No. 28].

7. The parties agree that the stay would be without prejudice to, and without waiver of, any rights, arguments, claims, defenses, or objections that any party to this lawsuit may have related to this lawsuit, including without limitation those related to Plaintiff's standing to prosecute this action, the court's jurisdiction, and the venue of the action.

8. If the Court were to enter an order staying the proceedings and any of the parties should thereafter desire to lift or modify the order, the parties would meet and confer in good faith regarding the lifting or modification of the order. After such conferral, any party may file a motion with the Court seeking to lift the stay or modify its terms, which motion may be opposed by any other party.

9. Every 60 days following the entry of the stay order, the parties will submit a joint status report. Within 14 days after parties receive notice that the Special Committee has concluded its investigation, the parties will file a further status report with this Court.

10. When the stay is lifted, the parties will promptly meet and confer and jointly propose a schedule for the filing of any amended pleadings or responses to the complaint.

WHEREFORE, the parties jointly and respectfully request that this Court approve this agreement and enter an order staying all proceedings in this matter pending the resolution of the Special Committee's investigation.

Respectfully submitted,

Dated: February 2, 2016

/s/

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Dated: February 2, 2016

/s/

Jason J. Mendro
*(signed by Jason J. Mendro with permission of
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Dated: February 2, 2016

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/s/

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CERTIFICATE OF SERVICE

I hereby certify that on February 2, 2016, a copy of the foregoing Joint Motion to Stay Proceedings, which was electronically filed in this case on February 2, 2016, was transmitted via electronic mail to Scott R. Haiber, Hogan Lovells US LLP, 100 International Drive, Suite 200, Baltimore, MD 21202, attorney for Defendants Linda F. Powers, Toucan Capital Fund III, L.P., Toucan General II, LLC, and Toucan Partners, LLC.

/s/

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